

GLOBAL NOTES AND STATEMENTS OF LIMITATION, METHODOLOGY, AND DISCLAIMERS REGARDING THE DEBTOR'S SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS

Eventide Credit Acquisitions, LLC ("**ECA**") debtor in possession (the "**Debtor**")¹ filed for chapter 11 (the "**Chapter 11 Case**") and in connection therewith has filed its respective Schedules of Assets and Liabilities (collectively, the "**Schedules**") and the Statement of Financial Affairs (collectively, the "**Statements**" and, together with the Schedules, the "**Schedules and Statements**") in the United States Bankruptcy Court for the Northern District of Texas Fort Worth Division (the "**Bankruptcy Court**"). The Debtor, with the assistance of its legal and financial advisors, prepared the Schedules and Statements, pursuant to section 521 of Chapter of Title 11 of the United States Code (the "**Bankruptcy Code**") and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and are unaudited.

In 2019 alone, the Debtor paid over \$7.5 million in legal fees defending itself and certain parties it is required to indemnify in pending litigation. As the Debtor has not received payments under the promissory note that is its primary asset (the "**Promissory Note**") in more than a year, as a result of both past and prospective breaches of the terms of the Promissory Note and related transaction documents by Tribal Economic Development Holdings, LLC ("**TED**"), Big Picture Loans, LLC, Ascension Technologies, LLC, and the Lac Vieux Desert Band of Lake Superior Chippewa Indians, the Debtor was forced to file a voluntary petition for protection under Chapter 11 of the Bankruptcy Code with the Bankruptcy Court on January 28, 2020.

While the Debtor's management has made every reasonable effort to ensure that the Schedules and Statements are as accurate and complete as possible, based on the discrepancy in tax reporting calculations used, the complexity of the multiple litigation claims and the large legal fees associated therewith, the complex loan value calculations at issue, and the data and information that was available at the time of preparation, subsequent information or discovery could provide more information about the items identified in the Schedules and Statements, and inadvertent errors or omissions may have occurred.

These *Global Notes and Statement of Limitations, Methodology, and Disclaimers Regarding the Debtor's Schedules of Assets and Liabilities and Statements of Financial Affairs* (the "**Global Notes**") are incorporated by reference in, and comprise an integral part of, the Debtor's Schedules and Statements, and should be referred to and considered in connection with any review of the Schedules and Statements.

The Schedules and Statements for the Debtor are signed by Drew McManigle, Manager of the Debtor. In reviewing and signing the Schedules and Statements, Mr.

¹ The location of the Debtor's corporate headquarters and service address is 1920 McKinney Ave, 7th Floor Dallas, TX 75201.

McManigle relied upon his knowledge of the business, the Debtor's accounting and financial data, and the efforts, statements, advice, and representations of personnel of the Debtor and the Debtor's legal and financial advisors.

In preparing the Schedules and Statements, the Debtor relied on financial data derived from its books and records that was available at the time of such preparation. The Debtor, and its agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided herein, and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. While commercially reasonable efforts have been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. For the avoidance of doubt, the Debtor and its professionals expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised, or re-categorized, except as required by applicable law. In no event shall the Debtor, or its agents, attorneys, and financial advisors, be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtor or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, even if the Debtor or its agents, attorneys, or financial advisors are advised of the possibility of such damages.

Global Notes and Overview of Methodology

1. **Description of Case.** On January 28, 2020, (the "**Petition Date**"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
2. **Reservations and Limitations.** Commercially reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, as noted above, inadvertent errors or omissions may exist. Nothing contained in the Schedules and Statements constitutes a waiver of any of the Debtor's rights or an admission of any kind with respect to this chapter 11 case, including, but not limited to, any rights or claims of the Debtor against any third party or issues involving equitable subordination, or defenses or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code or any other relevant applicable bankruptcy or non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph.
 - (a) **No Admission.** Nothing contained in the Schedules and Statements is intended or should be construed as an admission or stipulation of the validity of any claim against the Debtor, any assertion made therein or herein, or a waiver of the right to dispute any claim or assert any cause of action or defense against any party.

- (b) **Recharacterization.** Notwithstanding that the Debtor has made commercially reasonable efforts to correctly characterize, classify, categorize, or designate certain claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtor nonetheless may have improperly characterized, classified, categorized, or designated certain items.
- (c) **Categories or Labels for Purpose of Presentation in Schedules and Statements.** Information requested by the Schedules and Statements requires the Debtor to make a judgment regarding the appropriate category in which information should be presented or how certain parties, claims or other data should be labeled. The Debtor's decisions regarding the category or label to use is based on the best information available as of the filing of these Schedules and Statements and within the time constraints imposed.
- (d) **Classifications.** Listing or not listing (i) a claim on Schedule D as "secured," (ii) a claim on Schedule E/F as "priority" or "unsecured," or (iii) a contract on Schedule G as "executory" or "unexpired" does not constitute an admission by the Debtor of the legal rights of the claimant or contract counterparty, or a waiver of the right to recharacterize or reclassify such claim or contract.
- (e) **Claims Description.** Any failure to designate a claim on the Debtor's Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed," "contingent," or "unliquidated."
- (f) **Estimates and Assumptions.** The preparation of the Schedules and Statements required the Debtor to make reasonable estimates and assumptions with respect to the reported amounts of assets and liabilities, the amount of contingent assets and contingent liabilities on the date of the Schedules and Statements, and the reported amounts of revenues and expenses during the applicable reporting periods. Actual results could differ from such estimates.
- (g) **Causes of Action.** Despite commercially reasonable efforts, the Debtor may not have identified all current and potential causes of action the Debtor may have against third parties in its respective Schedules and Statements, including, without limitation, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant bankruptcy and non-bankruptcy laws to recover assets.
- (h) **Insiders.** In the circumstance where the Schedules and Statements require

information regarding “insiders,” the Debtor has included information with respect to certain individuals who served as officers and managers, as the case may be, during the relevant time periods. Such individuals may no longer serve in such capacities.

The listing or omission of a party as an insider for purposes of the Schedules and Statements is not intended to be, nor should it be, construed as an admission of any fact, right, claim, or defense and all such rights, claims, and defenses are hereby expressly reserved. Information regarding the individuals listed as insiders in the Schedules and Statements has been included for informational purposes only.

3. Methodology.

- (a) **Basis of Presentation.** The Debtor relied on its accounting firm to maintain Debtor’s books and records.

These Schedules and Statements do not purport to represent financial statements prepared in accordance with accounting principles generally accepted in the United States (“GAAP”), nor are they intended to fully reconcile to the financial statements prepared by the Debtor. These Schedules and Statements reflect the best available estimate of assets and liabilities of the Debtor, except where otherwise indicated. Information contained in the Schedules and Statements has been derived from the data extracted from the Debtor’s books and records and historical financial statements. The fair value and net realizable value of personal property may vary materially from the net book value presented herein.

Given, among other things, the uncertainty surrounding the condition, collection and ownership of certain assets and the valuation and nature of certain liabilities, that the Debtor shows more assets than liabilities is not an admission that the Debtor was solvent as of the Petition Date or at any time prior to the Petition Date.

All asset and liability information, except where otherwise noted, is reflected through January 28, 2020.

- (b) **Confidential Information.** There may be instances in the Schedules and Statements where the Debtor deemed it necessary and appropriate to redact from the public record information such as names, addresses, or amounts. Generally, the Debtor may have used this approach for the privacy of an individual.
- (c) **Master Agreements.** Contracts listed in the Schedules and Statements may be master agreements that cover relationships with the Debtor. Debtor reserves all rights to amend the Schedules and Statements to reflect changes regarding the liability of the Debtor with respect to such agreements, if appropriate.

- (d) **Duplication.** Certain of the Debtor's assets, liabilities, and prepetition payments may properly be disclosed in multiple parts of the Schedules and Statements. To the extent these disclosures would be duplicative, the Debtor has endeavored to only list such assets, liabilities, and prepetition payments once.
- (e) **Undetermined Amounts.** The description of an amount as "unknown," is not intended to reflect upon the materiality of such amount.
- (f) **Unliquidated Amounts.** Claim amounts that could not be readily quantified by the Debtor are scheduled as "unliquidated." The description of an amount as "unknown," or "undetermined" is not intended to reflect upon the materiality of such amount. Any failure to designate a claim in the Schedules and Statements as "contingent," "unliquidated," or "disputed" does not constitute an admission by the Debtor that such claim or amount is not "contingent," "unliquidated," or "disputed." The Debtor reserves all rights to dispute, or to assert offsets or defenses to, any claim reflected on the Schedules and Statements on any grounds, including, but not limited to, amount, liability, priority, status, or classification, or to otherwise subsequently designate any claim as "contingent," "unliquidated," or "disputed."
- (g) **Totals.** All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different from the listed total.
- (h) **Credits and Adjustments.** The claims of individual creditors for, among other things, goods, products, services, or taxes are listed as the amounts entered on the Debtor's books and records and may either (i) not reflect credits, allowances, or other adjustments due from such creditors to the Debtor or (ii) be net of accrued credits, allowances, or other adjustments that are actually owed by a creditor to the Debtor on a post-petition basis on account of such credits, allowances, or other adjustments earned from prepetition payments and critical vendor payments, if applicable. The Debtor reserves all of its rights with regard to such credits, allowances, or other adjustments, including, but not limited to, the right to modify the Schedules, assert claims objections and/or setoffs with respect to the same, or apply such allowances in the ordinary course of business on a post-petition basis.
- (i) **Affiliate Claims.** The Debtor maintains business relationships with other entities, conducting business from time to time that may result in affiliate receivables and payables and/or are on account of capital contributions, equity investments, or distributions on account of equity investments. Known and assumed prepetition receivables and payables among and between the Debtor and its affiliates are reported on Schedule A/B, and

Schedule E/F, respectively, per the Debtor's books and records. The listing of any amounts with respect to such receivables and payables is not, and should not be construed as, an admission of the characterization of such balances as debt, equity, or otherwise.

- (j) **Guarantees and Indemnification Claims.** The Debtor has exercised commercially reasonable efforts to locate and identify guarantees of its agreements. Where guarantees or indemnification claims have been identified, they have been included in the relevant Schedules E/F, G and H. The Debtor may have inadvertently omitted guarantees or indemnifications embedded in its contractual agreements and may identify additional guarantees or indemnifications as it continues to review its books and records and contractual agreements. The Debtor reserve its rights, but is not required, to amend the Schedules and Statements if additional guarantees are identified.
- (k) **Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.

4. Specific Schedules Disclosures.

- (a) **Schedules Summary.** Except as otherwise noted, the asset and liability totals represent amounts through January 28, 2020. The Debtor closes its books quarterly. Based on the size of the Debtor, the scope of its operations and internal accounting resources, a monthly close is not performed.
- (b) **Schedule A/B – Parts 1& 2 - Cash and Cash Equivalents; Deposits and Prepayments.** Details with respect to the Debtor's bank accounts are provided in the Debtor's Schedules.
- (c) **Schedule A/B, Part 11 – All Other Assets.** Debtor did not maintain an asset depreciation schedule.
- (d) ***Other Contingent and Unliquidated Claims or Causes of Action of Every Nature, including Counterclaims of the Debtor and Rights to Setoff Claims.*** The Debtor may be party to pending litigation in which such Debtor has asserted, or may assert, claims as a plaintiff or counterclaims and/or crossclaims as a defendant. Because such claims are unknown to the Debtor and not quantifiable as of the Petition Date, they are not listed on Schedule A/B, Part 11.
- (e) **Schedule E/F – Creditors Who Have Unsecured Claims.**

Part 2 - Creditors with Nonpriority Unsecured Claims. The liabilities identified in Schedule E/F, Part 2, are derived from the Debtor's books and records. The Debtor made a commercially reasonable attempt to set forth its

unsecured obligations, although the actual amount of claims against the Debtor may vary from those liabilities represented on Schedule E/F, Part 2. The listed liabilities, which have been listed on a gross accounts' payable basis, may not reflect the correct amount of any unsecured creditor's allowed claims or the correct amount of all unsecured claims.

Schedule E/F, Part 2, contains information regarding threatened or pending litigation involving the Debtor. The amounts for these potential claims are listed as "undetermined" and are marked as contingent, unliquidated, and disputed in the Schedules and Statements.

Schedule E/F, Part 2, does not include claims that may arise in connection with the rejection of any executory contracts and unexpired leases, if any, that may be or have been rejected.

In many cases, the claims listed on Schedule E/F, Part 2, arose, accrued, or were incurred on various dates or on a date or dates that are unknown to the Debtor or are subject to dispute. Where the determination of the date on which a claim arose, accrued, or was incurred would be unduly burdensome and costly to the Debtor's estates, the Debtor has not listed a specific date or dates for such claim.

As of the time of filing of the Schedules and Statements, the Debtor may not have received all invoices for payables, expenses, and other liabilities that may have accrued prior to the Petition Date. Accordingly, the information contained in Schedules E/F may be incomplete. The Debtor reserves its rights, but undertakes no obligations, to amend Schedules E/F if, or when, the Debtor receive such invoices.

- (f) **Schedule G – Executory Contracts and Unexpired Leases.** While commercially reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract.

5. Specific Statements Disclosures.

- (a) **Statements, Part 1, Question 1 – Gross Revenue from Business.** The interest rate specified in the Promissory Note is 1.81%. The interest income reported on the 1099 issued by TED to the Debtor has been substantially lower than the amount should have been using the 1.81% rate. Anderson, the tax group working with the Debtor, has reached out to TED's accounting group to attempt to discuss the issue and are still waiting for a response. Debtor reserves its right to amend its Statement of Financial Affairs based upon actual findings.

- (b) **Statements, Part 2, Question 3 – Payments and Transfers to Certain Creditors within 90 Days.** The dates set forth in the “Dates” column relate to one of the following: (i) the date of a wire transfer; (ii) the date of an “ACH” processing; or (iii) the check date. Prior to the Petition Date, the Debtor made payments on behalf of certain non-debtor affiliates. Consequently, for the purpose of this schedule, payments are recorded on the Debtor’s Statements, Part 2, Question 3, based on the Debtor’s bank account.

Payments to the Debtor’s bankruptcy professionals and insiders are not included in the payments to creditors. Payments to the aforementioned parties are included in the following locations within the Statements: bankruptcy professionals (Question 11), insider/affiliate (Questions 4, 13, and 11).

- (c) **Statements, Part 3, Question 7 – Legal Actions or Assignments.** The Debtor does not know of any workers’ compensation claims in response to this question. However, if any become known, the Debtor maintains that disclosure would be in violation of certain laws including HIPAA (Health Insurance Portability and Accountability Act of 1996).
- (d) **Statements, Part 6, Question 13 – Transfers Not Otherwise Listed.** Cash transactions and distributions by the Debtor to its insiders and affiliates of Debtor are listed on the attachment as Exhibit SOFA 4/13/30. These cash transactions are disclosed for purposes of transparency; however Debtor believes that these payments were made in the ordinary course of business.
- (e) **Statements, Part 13, Question 30 – Payments, Distributions, or Withdrawals Credited or Given to Insiders.** Distributions by the Debtor are listed on the attachment as Exhibit SOFA 4/13/30.

6. Litigants/Claimants

Best efforts have been made to notice business and people affected by the numerous lawsuits related to this petition directly and indirectly but the Debtor cannot guarantee that all effected by said litigation/claims were noticed.

These Global Notes are in addition to the specific notes set forth in the Schedules and Statements. The fact that the Debtor has prepared a Global Note with respect to a particular Schedule or Statement and not as to others does not reflect and should not be interpreted as a decision by the Debtor to exclude the applicability of such Global Note to any or all of the Debtor’s remaining Schedules or Statements, as appropriate. Disclosure of information in one Schedule, one Statement, or an exhibit or attachment to a Schedule or Statement, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, Statement, exhibit, or attachment.

Fill in this information to identify the case:

Debtor name **Eventide Credit Acquisitions, LLC**

United States Bankruptcy Court for the: **NORTHERN DISTRICT OF TEXAS**

Case number (if known) **20-40349-11**

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/19

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☐ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

From the beginning of the fiscal year to filing date:
From **1/01/2020** to **Filing Date**

Sources of revenue
Check all that apply

☒ Operating a business
☐ Other _____

Gross revenue
(before deductions and exclusions)

\$0.00

For prior year:
From **1/01/2019** to **12/31/2019**

☒ Operating a business
☐ Other _____

\$128,301.29

For year before that:
From **1/01/2018** to **12/31/2018**

☒ Operating a business
☐ Other _____

\$338,984.48

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

Debtor **Eventide Credit Acquisitions, LLC**

Case number (if known) **20-40349-11**

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. American Arbitration Association 9 Greenway Plaza #1275 Houston, TX 77046	12/18/2019	\$14,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___
3.2. Bowman & Brooke LLP 5830 Granite Pkwy #1000 Plano, TX 75024	01/08/2020 \$6,540.00 01/17/2020 \$6,240.00	\$12,780.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___
3.3. Holland & Knight LLP 200 Crescent Ct #1600 Dallas, TX 75201	12/2/2019	\$33,328.83	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___
3.4. The MCS Group, Inc. 1601 Market St., Suite 800 Philadelphia, PA 19103	12/04/2019 \$21,024.36 12/25/2019 \$15,745.32 01/06/2020 \$32,560.38	\$69,330.06	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___
3.5. Spotts Fain, P.C. 411 East Franklin St., Suite 600 Richmond, VA 23219	12/3/2019 \$83,608.97 1/13/2020 \$ 3,172.00 1/13/2020 \$ 960.00 1/17/2020 \$21,496.00	\$109,236.97	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___
3.6. Pepper Hamilton 3000 Two Logan Square Philadelphia, PA 19103	12/03/2019 \$549.50 01/17/2020 \$8,409.00	\$8,958.50	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___
3.7. Van Ness Feldman LLP 1050 Thomas Jefferson St NW Washington, DC 20007	1/17/2020 \$43,968.60	\$43,968.60	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other___
3.8. Greer Walker LLP 227 W. Trade Street Suite 110 Charlotte, NC 28202	1/6/2020 \$15,472.00	\$15,472.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___

Debtor **Eventide Credit Acquisitions, LLC**Case number (if known) **20-40349-11**

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.9. Shraiberg, London & Page P.A. 2385 NW Executive Center Dr Suite 300 Boca Raton, FL 33431	12/3/2019 \$7,880	\$7,888.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. See attached SOFA 4/13/30 Payments to Insiders			

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
-----------------------------	--------------------------	------	-------------------

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
-----------------------------	---	-----------------------	--------

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. Williams et al. v. Big Picture Loans, LLC et al. 3:17-cv-00461	28:1331 Fed. Question: Racketeering (RICO) Act	US Dist. Court for E. Dist. of Virginia 701 East Broad Street Richmond, VA 23219	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2. Galloway et al. v. Big Picture Loans, LLC et al. 3:18-cv-00406	18:1961 Racketeering (RICO) Act	US Dist. Court, E. Dist. of Virginia 701 E Broad St Richmond, VA 23219	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

Breakwater Holding, LLC

<u>Bank Account Number</u>	<u>Date</u>	<u>Description</u>	<u>Payment</u>
Bank of America (4326)	2/23/2018	Distribution	\$(2,086,000.00)
Bank of America (4326)	3/22/2018	Distribution	\$(2,086,000.00)
Tolleson Private Bank BUS CK **6536	4/20/2018	Distribution	\$(1,907,200.00)
Tolleson Private Bank BUS CK **6536	6/14/2018	Distribution	\$ (178,800.00)
Tolleson Private Bank BUS CK **6536	6/28/2018	Distribution	\$(1,192,000.00)
Tolleson Private Bank BUS CK **6536	7/31/2018	Distribution	\$ (745,000.00)
Tolleson Private Bank BUS CK **6536	11/8/2018	Distribution	\$ (298,000.00)
Tolleson Private Bank BUS CK **6536	11/15/2018	Distribution	\$ (59,600.00)
Tolleson Private Bank BUS CK **6536	11/27/2018	Distribution	\$ (596,000.00)
Tolleson Private Bank BUS CK **6536	1/14/2019	Distribution	\$ (274,160.00)
Tolleson Private Bank BUS CK **6536	8/30/2019	Distribution	\$ (175,123.00)

Brian McFadden

<u>Bank Account Number</u>	<u>Date</u>	<u>Description</u>	<u>Payment</u>
Bank of America (4326)	2/16/2018	Distribution	\$ (70,000.00)
Bank of America (4326)	3/21/2018	Distribution	\$ (70,000.00)
Bank of America (4326)	4/20/2018	Distribution	\$ (64,000.00)
Bank of America (4326)	6/14/2018	Distribution	\$ (6,000.00)
Bank of America (4326)	7/17/2018	Distribution	\$ (40,000.00)
Bank of America (4326)	7/31/2018	Distribution	\$ (25,000.00)
Bank of America (4326)	11/8/2018	Distribution	\$ (10,000.00)
Bank of America (4326)	1/14/2019	Distribution	\$ (22,000.00)
Bank of America (4326)	1/23/2019	Distribution	\$ (9,200.00)

Gallant Capital, LLC

<u>Bank Account Number</u>	<u>Date</u>	<u>Description</u>	<u>Payment</u>
Bank of America (4326)	2/16/2018	Distribution	\$ (892,500.00)
Bank of America (4326)	3/21/2018	Distribution	\$ (892,500.00)
Tolleson Private Bank BUS CK **6536	4/20/2018	Distribution	\$ (816,000.00)
Bank of America (4326)	6/14/2018	Distribution	\$ (76,500.00)
Tolleson Private Bank BUS CK **6536	7/9/2018	Distribution	\$ (510,000.00)
Tolleson Private Bank BUS CK **6536	7/31/2018	Distribution	\$ (318,750.00)
Tolleson Private Bank BUS CK **6536	11/8/2018	Distribution	\$ (127,500.00)
Tolleson Private Bank BUS CK **6536	11/15/2018	Distribution	\$ (25,500.00)
Tolleson Private Bank BUS CK **6536	11/27/2018	Distribution	\$ (255,000.00)
Tolleson Private Bank BUS CK **6536	1/14/2019	Distribution	\$ (117,300.00)

James Dowd

<u>Bank Account Number</u>	<u>Date</u>	<u>Description</u>	<u>Payment</u>
Bank of America (4326)	2/16/2018	Distribution	\$ (52,500.00)
Bank of America (4326)	3/21/2018	Distribution	\$ (52,500.00)
Bank of America (4326)	4/20/2018	Distribution	\$ (48,000.00)
Bank of America (4326)	6/14/2018	Distribution	\$ (4,500.00)
Bank of America (4326)	7/17/2018	Distribution	\$ (30,000.00)
Bank of America (4326)	7/31/2018	Distribution	\$ (18,750.00)
Bank of America (4326)	11/8/2018	Distribution	\$ (7,500.00)
Bank of America (4326)	1/14/2019	Distribution	\$ (16,500.00)
Bank of America (4326)	1/22/2019	Distribution	\$ (6,900.00)

Justin Martorello

<u>Bank Account Number</u>	<u>Date</u>	<u>Description</u>	<u>Payment</u>
Bank of America (4326)	2/16/2018	Distribution	\$ (346,500.00)
Bank of America (4326)	3/21/2018	Distribution	\$ (346,500.00)
Bank of America (4326)	4/20/2018	Distribution	\$ (316,800.00)
Bank of America (4326)	6/14/2018	Distribution	\$ (29,700.00)
Bank of America (4326)	7/17/2018	Distribution	\$ (198,000.00)
Bank of America (4326)	7/31/2018	Distribution	\$ (123,750.00)
Bank of America (4326)	11/8/2018	Distribution	\$ (49,500.00)
Bank of America (4326)	1/14/2019	Distribution	\$ (108,900.00)
Bank of America (4326)	1/23/2019	Distribution	\$ (45,540.00)

Simon Liang

<u>Bank Account Number</u>	<u>Date</u>	<u>Description</u>	<u>Payment</u>
Bank of America (4326)	2/16/2018	Distribution	\$ (52,500.00)
Bank of America (4326)	3/21/2018	Distribution	\$ (52,500.00)
Bank of America (4326)	4/20/2018	Distribution	\$ (48,000.00)
Bank of America (4326)	6/14/2018	Distribution	\$ (4,500.00)
Bank of America (4326)	7/17/2018	Distribution	\$ (30,000.00)
Bank of America (4326)	7/31/2018	Distribution	\$ (18,750.00)
Bank of America (4326)	11/8/2018	Distribution	\$ (7,500.00)
Bank of America (4326)	1/14/2019	Distribution	\$ (16,500.00)
Bank of America (4326)	1/22/2019	Distribution	\$ (6,900.00)

Debtor **Eventide Credit Acquisitions, LLC**

Case number (if known) **20-40349-11**

	Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.3.	Smith v. Martorello, et al 3:18-cv01651	470 Civil (RICO) Racketeer/Corrupt Organization	US Dist. Court, Oregon 1000 S.W. Third Ave. Portland, OR 97204	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.4.	Duggan v. Martorello, et al. 1:18-cv-12277	18:1962 Racketeering (RICO) Act	US Dist. Court, Massachusetts 1 Courthouse Way Boston, MA 02210	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.5.	Williams et al v. Microbilt Corporation et al 3:19-cv-00085	15:1681 Fair Credit Reporting Act	US Dist. Court, E. Dist. of Virginia 701 East Broad Street Richmond, VA 23219	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.6.	Galloway et al. v. Martorello et al 3:19-cv-00314	18:1961 Racketeering (RICCO) Act	US Dist. Court, E. Dist. of Virginia 701 East Broad Street Richmond, VA 23219	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
7.7.	Galloway et al. v. Williams et al 3:19-cv-00470	18:1962 Racketeering (RICO) Act	US Dist. Court, E. Dist. of Virginia 701 East Broad Street Richmond, VA 23219	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.8.	Eventide Credit Acquisitions, LLC v. Ascension Technologies, LLC, Big Picture Loans, LLC and Tribal Economic Development Holdings, LLC 2:19-cv-00256	28:1332 Diversity-Other Contract	US Dist. Court for W. Dist. of Michigan 110 Michigan St NW #399 Grand Rapids, MI 49503	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
7.9.	Matt Martorello, Liant LLC, and Eventide Credit Acquisitions, LLC v. Lula Williams, on behalf of Williams, Gloria Turnage, on behalf of Turnage, George Hengle, on behalf of Hengle, Dowin Coffy, on behalf of Coffy & Marcella P Singh, on behalf of Singh, Tolleson Private Bank, as Objector 3:19-MC-0002-S	Civil Miscellaneous Case re Motion to Quash Case transferred to the United States District Court for the Eastern District of Virginia, with the underlying litigation, Williams v. Big Picture Loans, LLC, 3:17-cv-00461-RE P (E.D. Va.).	US Dist. Court, N.D. Texas, Dallas Div. 1100 Commerce St # 1452 Dallas, TX 75242	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
7.10	Eventide Credit Acquisitions, LLC v. Lac Vieux Desert Bank of Lake Superior Chippewa Indians, Tribal Economic Development Holdings, LLC, Big Picture Loans, LLC, Ascension Technologies, LLC and LVD Tribal Acquisition Company, LLC 01-19-0004-5187	Breach of LSA, Note and Guaranty	American Arbitration Association	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

Best Case Bankruptcy

Debtor **Eventide Credit Acquisitions, LLC**

Case number (if known) **20-40349-11**

	Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.2.	Forshey & Prostok, LLP 777 Main Street Suite 1290 Arlington, TX 76012	\$250,000 loan advanced on behalf of Debtor.	1/28/2020 - Paid from IOLTA account of Loeb & Loeb, on behalf of the Debtor.	\$25,000.00
	Email or website address jprostok@forsheyprostok.com			
	Who made the payment, if not debtor? Bluetech Irrevocable Trust			
11.3.	MACCO Restructuring Group, LLC The Pennzoil Building 700 Milam Street, Suite 1300 Houston, TX 77002	\$250,000 loan advanced on behalf of Debtor.	1/28/2020 - Paid from IOLTA account of Loeb & Loeb, on behalf of the Debtor.	\$40,000.00
	Email or website address www.maccorestructuringgroup.com			
	Who made the payment, if not debtor? Bluetech Irrevocable Trust			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
-------------------------	-----------------------------------	---------------------------	-----------------------

13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None.

	Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1	Breakwater Holdings, LLC Bermuda House, Tutakimoa Road Rarotonga, Cook Islands	See attached Exhibit SOFA 4/13/30		
	Relationship to debtor Member			

Debtor **Eventide Credit Acquisitions, LLC**

Case number (if known) **20-40349-11**

	Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.2	Brian McFadden 3133 Indian Pont Road Saugatuck, MI 49453	See attached Exhibit SOFA 4/13/30		
	Relationship to debtor Member			
13.3	Gallant Capital, LLC 1920 McKinney Avenue 7th Floor Dallas, TX 75201	See attached Exhibit SOFA 4/13/30		
	Relationship to debtor Member			
13.4	James Dowd 2014 Calle Las Violetas San Juan, PR 00915	See attached Exhibit SOFA 4/13/30		
	Relationship to debtor Member			
13.5	Justin Martorello 2019 Westbourne Park Dr. Houston, TX 77007	See attached Exhibit SOFA 4/13/30 Payments to Justin Martorello (deposited into joint account with Gina Martorello)		
	Relationship to debtor Member			
13.6	Simon Liang 119 Gascony Dr. Greenville, SC 29609	See attached Exhibit SOFA 4/13/30		
	Relationship to debtor Member			

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Address	Dates of occupancy From-To
---------	-------------------------------

Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

Debtor **Eventide Credit Acquisitions, LLC**

Case number (if known) **20-40349-11**

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

- ☐ No.
- ☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☐ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☐ None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
--	---------------------------------	-------------------------------	--	---

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☐ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?
---	---	-----------------------------	-----------------------

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
---------------------------	-----------------------------------	-----------------------------	-----------------------

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Debtor **Eventide Credit Acquisitions, LLC**

Case number (if known) **20-40349-11**

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
---------------------------	----------------------------------	--------------------	----------------

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	------------------------------------	-----------------------------	----------------

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	------------------------------------	-----------------------------	----------------

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☒ None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.	Dates business existed
-----------------------	-------------------------------------	--	------------------------

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

- ☐ None

Name and address	Date of service From-To
26a.1. Andersen and Starr Accounting Division of Andersen 5949 Sherry Lane, Suite 500 Dallas, TX 75225	2018 - Present
26a.2. Zayra Emanuelli Puerto Rico	Approximately January 1-June 30, 2018
26a.3. Talkington & Associates 295 Palmas Inn Way Ste 130 Pmb 354 Humacao, PR 791	2018

Debtor **Eventide Credit Acquisitions, LLC**

Case number (if known) **20-40349-11**

Name and address		Date of service From-To
26a.4.	Melanie Hedrick (Andersen) 5949 Sherry Lane Suite 500 Dallas, TX 75225	2018 - Present
26a.5.	Peter Watson (Andersen) 5949 Sherry Lane Suite 500 Dallas, TX 75225	2018 - Present
26a.6.	Edwin Roberts (Andersen) 5949 Sherry Lane Suite 500 Dallas, TX 75225	2018 - Present
26a.7.	Carol Robles Address Unknown	Approximately January 1-June 30, 2018

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address		Date of service From-To
26b.1.	Andersen and Starr Accounting, Division of Andersen 5949 Sherry Lane, Suite 500 Dallas, TX 75225	2018-Present
Name and address		Date of service From-To
26b.2.	Talkington & Associates 295 Palmas Inn Way Ste 130 Pmb 354 Humacao, PR 791	2018

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address		If any books of account and records are unavailable, explain why
26c.1.	Andersen 5949 Sherry Lane, Suite 500 Dallas, TX 75225	
26c.2.	Talkington & Associates 295 Palmas Inn Way Ste 130 Pmb 354 Humacao, PR 791	
26c.3.	Matt Martorello 3805 Greenbriar Dr Dallas, TX 75225	

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None

Name and address

Debtor **Eventide Credit Acquisitions, LLC**

Case number (if known) **20-40349-11**

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- ☒ No
☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
---	-------------------	--

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Breakwater Holdings, LLC	Bermuda House, Tutakimoa Road P.O. Box 822 Rarotonga, Cook Islands	Member	59.6%
Matt Martorello	3805 Greenbriar Dr Dallas, TX 75225	President	
Drew McManigle	c/o MACCO Restructuring Group, LLC 700 Milam St., Suite 1300 Houston, TX 77002	Manager	

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☒ No
☐ Yes. Identify below.

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
☒ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
See attached Exhibit SOFA 4/13/30			
Relationship to debtor			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
--------------------------------	--

Debtor **Eventide Credit Acquisitions, LLC**

Case number (if known) **20-40349-11**

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the pension fund

Employer identification number of the parent corporation

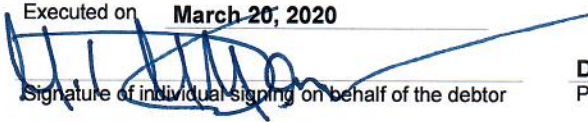
Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **March 20, 2020**



Signature of individual signing on behalf of the debtor

Drew McManigle
Printed name

Position or relationship to debtor **Manager**

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No
☐ Yes